

# EXHIBIT B

ClubUBT - ELIMINATION BLACKJACK AND POKER TOURNAMENTS ONLINE - WIN CASH AND PRIZES - LEGAL IN U.S. - Microsoft Internet Explorer

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**ClubUBT.com**

**1. DOWNLOAD & INSTALL**

**CLICK HERE TO DOWNLOAD**

Select either 'Run' or 'Save' and follow the instructions. Once the software installation is complete, the software will automatically open and prompt you to log-in or create a new account.

**2. CREATE A NEW ACCOUNT**

Remember password  
LOG IN  
FORGOT MY PASSWORD  
CREATE NEW ACCOUNT

In the login window, click the 'Create New Account' button at the bottom and follow the 3 easy steps. Remember to take advantage of the FREE TRIAL offer if you are new to the Club. Next time you open ClubUBT, this same screen will appear prompting you to log in.

**3. LET'S PLAY!**

**WELCOME! YOU HAVE SUCCESSFULLY SUBSCRIBED!**

Start playing! NOW

Once logged into ClubUBT, explore your Club Membership privileges or play in an Elimination Blackjack or Poker tournament. It's just that easy.

**MINIMUM SYSTEM REQUIREMENTS**

Windows 95/98/2000/ME/NT/XP/Vista

- Pentium 200MHz CPU / 32MB+ of RAM (more recommended)
- 20MB of available disk space
- Download the free plug-in for Flash 8 or higher

**Macintosh System Requirements**

- Microsoft Virtual PC for Mac
- MacOS 9 or X / 500MHz G3 or G4 Processor / 192MB+ physical RAM
- 2GB+ free hard disk space for Microsoft Virtual PC
- Download the free plug-in for Flash 8 or higher

**GAME REQUIREMENTS**

- 28.8k connection or faster
- 1024x768 Minimum screen resolution with High Color enabled
- Microsoft Internet Explorer 6 or newer
- Download the free plug-in for Flash 8 or higher

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A computer implemented method of allowing a plurality of players to play a game over a computer network







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managers, agents and directors, for any and all claims, losses, damages and costs (including attorneys' fees and expenses) arising from such use.

2. Site Use

1. Services May Change or End.

1. CLUBUBT.COM reserves the right, in its sole discretion, at any time and without notice to you, to add, alter or discontinue services offered on the Site without creating any obligation to you.

2. You Must Obey Guidelines and Rules.

1. When using the services on the Site, you agree that you are subject to any guidelines, policies or contest rules applicable to such services, which may be posted from time to time. All such guidelines, policies or contest rules are hereby incorporated by reference into these terms. You fully accept that all computer instructions and responses sent over the Internet to and from CLUBUBT.COM and/or through use of software will be binding on you. Your commercial use of the Site or any of the online contests is strictly forbidden. See **General Rules of the games offered**.

3. Telecom and Access Fees.

1. You are solely responsible for obtaining access to the Site and that access may involve third party fees, including without limitation, Internet service provider, telephone, cable or airtime fees. You are solely responsible for those fees, including those fees associated with the display or delivery of advertisements. In addition, you must provide and are solely responsible for all equipment necessary to access the Site.

4. Odds, Risk and Fair Play

1. You acknowledge and agree that the tournament sweepstakes are skill based contests that measure your ability to play poker and blackjack and manage risk against the skills of others and that you are not likely to profit from this entertainment endeavor.

5. Cheating

1. You acknowledge and agree that you shall not cheat, attempt to cheat, or otherwise interrupt or attempt to interrupt the operations of the Site or any particular Site service or contest. If CLUBUBT.COM believes in its sole discretion that you have engaged, or attempted to engage, in any act to cheat, use automated technology or otherwise unfairly alter your likelihood of winning, or to otherwise commit fraud with regard to the Site, then, in such an event, you will forfeit all prizes or winnings to which you may otherwise be entitled, and CLUBUBT.COM reserves the right to institute civil or file criminal proceedings against you and to report you to the relevant regulatory authorities.

6. Behavior & Responsibility

1. You agree not to reproduce, duplicate, copy, sell, resell or exploit any portion of any Site or use of any portion of the Site for any commercial purposes.

2. You shall not register multiple accounts or use any automated technology, including but not limited to robots, scripts, macros, and/or programs, LAN play, or engaging in team play on any CLUBUBT.COM web site, including but not limited to the Site. You acknowledge and understand that any attempt to participate in any service offered on any CLUBUBT.COM Site by means of automatic, macro, programmed, or similar methods, or to otherwise commit fraud with regard to any CLUBUBT.COM Site, will result in civil and/or criminal prosecution, termination of your account, and forfeiture of all winnings to which you may otherwise be entitled.

3. You shall accept and abide by the contest rules set forth on the contest rules web page, to be amended from time to time by CLUBUBT.COM in the sole discretion of CLUBUBT.COM.

4. You agree that CLUBUBT.COM is not liable for any loss caused by any unauthorized use of your credit card by a third party in connection with any CLUBUBT.COM Site or any third party site.

5. Any attempt to defraud any CLUBUBT.COM site through the use of credit cards or any other form of payment, regardless of the outcome, or any failure by you to honor charges or requests for payment will result in immediate termination of your account, forfeiture of any winnings to which you are otherwise entitled, and civil and/or criminal prosecution.

6. You agree that CLUBUBT.COM is not, and shall not be, responsible for any damage, loss, or injury resulting from hacking, tampering, or other unauthorized access or use of any CLUBUBT.COM site or your account.

7. You, as the holder of your account, are solely responsible for all obligations and are entitled to all benefits there from, and may not allow any other person to access your

hosting at least one game tournament for subscription-based players for a game that has elements of both chance and skill during the membership time

wherein the non-subscription player is limited to one entry per tournament;

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## HOW TO PLAY ELIMINATION BLACKJACK

If you like blackjack, and you like poker, you'll love Elimination Blackjack tournaments, because EBJ tournaments combine the traditional elements of blackjack and the strategies and competition of poker with a couple of exciting twists.

First there are the Elimination Hands. Whether you're a novice or a tournament pro, the elimination format is simple. It's a 30-hand tournament, during which the player with the lowest chip stack on hands 8, 16, and 25 is eliminated; in this type of blackjack, betting strategy is critical. Second, there's the Secret Bet, which gives players the option vital to the game of poker—the option to bluff. Following are the rules for Elimination Blackjack tournaments.

the tournament consisting of at least one game round, each game round potentially eliminating one or more participant players until a winning player and one or more runner-up players are determined,

In preliminary tournament rounds, each player starts with \$25,000 in play chips, which is also the maximum bet. The minimum bet is \$500. At the final table, each player starts with \$100,000 in play chips, which is also the maximum bet. The minimum bet for the final table is \$1,000.

Action starts on the button and rotates clockwise every hand.

Each player has 25 seconds to make a decision. The timer will start to count down when you only have ten seconds left to act. On Elimination Hands, players have 45 seconds to make a decision.

Hands 8, 16, and 25 are Elimination Hands, at the end of which the player with the least amount of chips is eliminated.

CLICK ABOVE LEARN WITH SHANDI & NIKKI!

**YES!**  
I WANT TO TRY  
FOR FREE!  
I WANT TO WIN  
CASH & PRIZES!  
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Be a part of the future

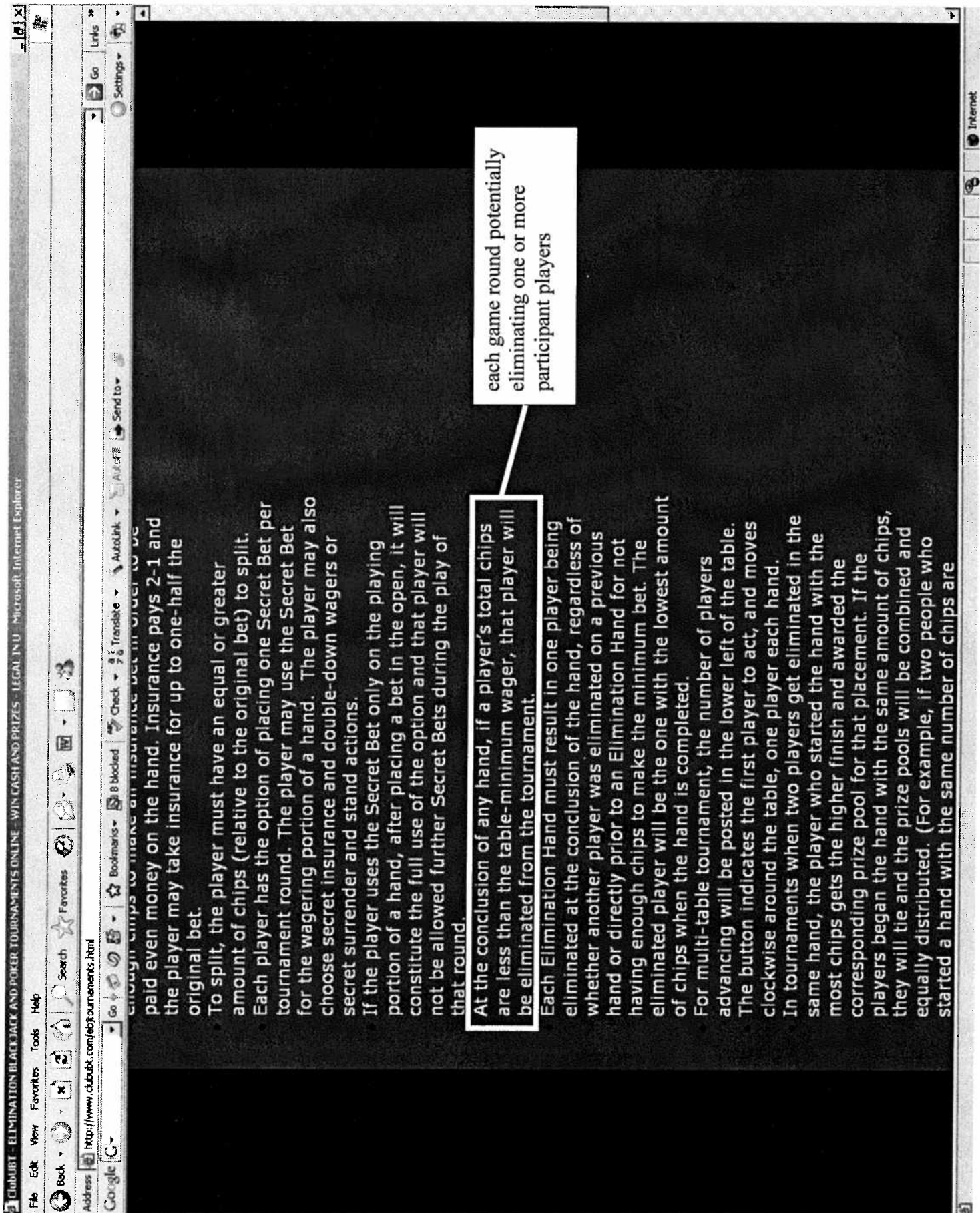
APRIL DUKE, GARY ANTHONY CURTIS, ANTONIO ESTANISLAO, HOLLYWOOD DAVE STARR, DAVID "DEVILISH" ULIOTT, FREDDIE DEEB, JENNIFER TILLY, JAHNNY CHAN, JACKIE KERR, JACK - MENICA REEVES, JEFFREY MORGAN, "THE UNDEAD" LUCK, ROBERT WILLIAMSON III - TEAM UBT

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each game round potentially eliminating one or more participant players until a winning player and one or more runner-up players are determined

iii. \$50 Cash poker and Elimination Blackjack tournaments will have a maximum of 100 players, and 50 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$50 Cash Tournament as follows:

Place	Prize
1	\$25 Cash
2	\$15 Cash
3	\$10 Cash

iv. \$100 Cash poker and Elimination Blackjack tournaments will have a maximum of 200 players, and 100 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$100 Cash Tournament as follows:

Place	Prize
1	\$50 Cash
2	\$25 Cash
3	\$15 Cash
4	\$10 Cash

v. \$200 Cash poker and Elimination Blackjack tournaments will have a maximum of 200 players, and 200 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$200 Cash Tournament as follows:

Place	Prize
1	\$75 Cash
2	\$50 Cash
3	\$25 Cash
4	\$20 Cash
5	\$20 Cash
6	\$10 Cash

vi. \$500 Cash poker tournaments will have a maximum of 200 players, and 400 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$500 Cash poker Tournament as follows:

Place	Prize
1	\$150 Cash
2	\$100 Cash
3	\$75 Cash
4	\$50 Cash
5	\$40 Cash
6	\$25 Cash
7	\$20 Cash
8	\$20 Cash
9	\$20 Cash

vii. \$500 Cash Elimination Blackjack tournaments will have a maximum of 200 players, and 400 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$500 Cash Elimination Blackjack Tournament as follows:

Place	Prize
1	\$150 Cash
2	\$100 Cash
3	\$75 Cash
4	\$75 Cash
5	\$50 Cash
6	\$50 Cash

viii. \$1,000 Cash poker tournaments will have a maximum of 200 players, and 750 Tournament Points are required to buy in to (participate in) it. Cash will be awarded for each \$1,000 Cash poker Tournament as follows:

Place	Prize
1	\$250 Cash



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### SCHEDULED MULTI-TABLE POKER TOURNAMENTS

- Registration for multi-table poker tournaments is open until the tournament's posted start time.
- Once registered for an event, players may unregister at any time up until 15 minutes prior to the event's posted starting time, and receive a refund of any Tournament Points or Play Chips used to register.
- Tournament registration must meet the minimum requirement for that event or the tournament will not run, in which case all Tournament Points and/or Play Chips used to buy in will be returned to the players' accounts.
- Players are seated at random. Seat changes are not allowed.
- All players begin with equal chip amounts.
- The blinds will increase according to the multi-table tournament structures posted on www.ClubUPT.com.
- The button is randomly assigned to a player at the table. There is a deal for the button at the start of the tournament; high card plays the button for the first hand.
- Tournaments are played until one player has all the chips. Players who do not show up for their event will either be eliminated or blinded off until they arrive. Players have 10 minutes to arrive before they are eliminated from the event.
- During the tournament, information about when the next break will occur will be displayed in the lower left of the table as well as in the Tournament Lobby.
- As a tournament progresses the tournament software will combine tables and try to maintain an equal number of players at all remaining tables. Players will see a note in the lower left of the table telling them that tables are being consolidated.
- If a player needs to be moved to maintain balance, the tournament software will choose the player due to pay the big blind at one of the tables with the most remaining players, and move that player to one of the tables with the least remaining number of players. The player who is moved will be seated at the new table as far away from the big blind as possible given the available seats. This advantage is meant to equalize the disadvantage of being moved to a table where the player is less familiar with their opponents. However, players may be forced to post the blinds when arriving at a new table. Table reassignments are an inherent part of tournaments and apply equally to all players.
- Players moved to a new table and seated between the big blind and the button will not be able to play until the button passes them.
- ClubUPT.com uses the dead button feature to ensure that all players take the big blind in their turn. As such, it is possible that a player will receive the button more than once. It is also possible that a big blind is posted in a hand but no small blind. This occurs when the person who was to receive the small blind was eliminated from the tournament in the previous hand.
- When two players remain in the tournament, the player due to receive the big blind will do so and the player in the small blind position will inherit the button. In no-limit poker tournaments there is no restriction on the number of raises allowed during a betting round.

each game round potentially eliminating one or more participating players until a winning player and one or more runner-up players are determined

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In the pre-flop betting round, the player in third position has only three choices. Because a blind wager has already been made, the player can do any of the following:

- 1. Fold**  
If the third player folds, he is out of the hand permanently and cannot participate again until the next deal of the cards (when, because of the way the button moves around the board, he will be the big blind).
- 2. Call**  
Call by matching the size of the big blind; or
- 3. Raise**  
How much the player can raise depends on whether the game is Limit, Pot-Limit, or No-Limit. For sake of discussion, we will assume the game played in our sample hand is No-Limit Texas Hold'em poker with \$25 and \$50 blinds, which means it's a "\$25-\$50 no-limit game." If he calls, he places \$50 in the pot. If he raises, he places at least \$100 in the pot, and as much as he wants to, up to the full amount of money he has at the table.

Club UBT Poker Rules

wherein each player is required to make playing choices throughout the game;

The action continues in clockwise fashion around the table, with each player in turn having the option to fold, call, or raise. If the third or another player has raised, the player who acts after the raiser must now decide whether he wishes to call the amount, or raise. There is no limit on the number of raises per round.

Let us assume that the third player does indeed raise to \$100, and that everyone else folds until the button, who calls for \$100. Now, the player in the small blind must decide if he is going to call for \$75, or raise (because he already has \$25 in the pot). If he calls, the big blind must decide if he is going to call for \$50, or raise. If no one has

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player starts with \$100,000 in play chips, which is also the maximum bet. The minimum bet for the final table is \$1,000.

Action starts on the button and rotates clockwise every hand.

Each player has 25 seconds to make a decision. The timer will start to count down when you only have ten seconds left to act. On Elimination Hands, players have 45 seconds to make a decision.

Hands 8, 16, and 25 are Elimination Hands, at the end of which the player with the least amount of chips is eliminated.

Each player has one Secret Bet that he can use at any time during the round.

Once you've placed your Secret Bet, you can disguise every other decision made for the rest of that particular hand (Secret Actions), except hitting and splitting.

Whoever has the most play chips at the end of hand 30 wins.

Players may double down on any original two cards or on the first two cards after splitting a pair. Doubling is allowed up to the full amount of the wager and players are allowed to double for less.

Players may split two original cards of the same value, including tens of any type (e.g., a king and a queen). Split pairs may be resplit up to three times (to make a total of four hands), except for aces, which may not be split again.

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Club UBT

Annex Duke Anthony Curtis Antonio Estanislao "Hollywood" Dave Stamm - David "Devilish" Lillieff - Freddie Deeb - Jennifer Tilly - Johnny Chan Ken Enger - Layne Flack - Monica Reeves Phil Hellmuth - Phil "The Unabomber" Laak - Robert Williamson III - TEAM UBT

THINK YOU CAN SHOW THEM A THING OR TWO ABOUT EBJ?

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Club UBT Blackjack Rules

wherein each player is required to make playing choices throughout the game;



ClubUBT - Tournament Listings - Microsoft Internet Explorer

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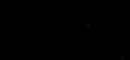
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## TOURNAMENT LISTINGS

The following is a list of basic Club tournaments and the Tournament Points needed to enter them. A detailed list can be found in the game lobby located in the software application. See website for complete Terms and Conditions.

Tournament Point Needed to Enter	
10 Tournament Points	10k Super
20 Tournament Points	Sit and Go Tournaments
50 Tournament Points	
100 Tournament Points	
200 Tournament Points	
400 Tournament Points	
750 Tournament Points	
1,500 Tournament Points	
50 Tournament Points	
100 Tournament Points	
200 Tournament Points	
400 Tournament Points	
750 Tournament Points	
1,500 Tournament Points	
25 Tournament Points	
100 Tournament Points	
10 Tournament Points	

Players are reminded to print all transaction data, payment methods, and these Terms in order to avoid misunderstandings at a later time.

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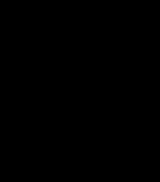
# PRIZES

When we at ClubUBT promise exciting cash-and-prize **POKER** and **ELIMINATION BLACKJACK** tournaments, we don't mess around. Think cameras, watches, sound systems, shopping sprees. Think cold hard cash. **All of which you can win without risking a penny.**


**Become a member today!**

*Below you will find the types of prizes we plan to give away in the 30 days following our launch.*

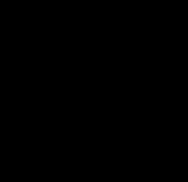
establishing a prize pool for the tournament;



**Over 1,000 CASH TOURNAMENTS**  
**\$10/\$20/\$50/\$100/\$500/\$1,000**



**\$5,000 IceTek Watch**



**Amplified Speaker System for iPod®**